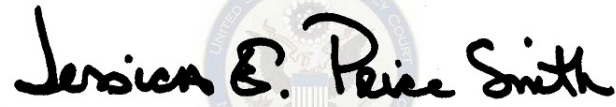


IT IS SO ORDERED.

Dated: 2 July, 2019 01:23 PM



JESSICA E. PRICE SMITH
UNITED STATES BANKRUPTCY JUDGE

The Objection of Real Good Technologies is **OVERRULED**. Victory Solutions LLC is not authorized to be a debtor, so the case may not be converted.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	
)	Case No. 18-15798-(JPS)
Victory Solutions, LLC,)	
)	Chapter 11
)	
Debtor,)	Judge Jessica E. Price Smith

AGREED ORDER DISMISSING THE CASE

Subject to approval by this Court, the debtor Victory Solutions LLC (the “Debtor”) and the United States Trustee agree through counsel as follows:

RECITALS

A. On September 27, 2018, the Debtor filed a voluntary petition under chapter 11 of Title 11 of the United States Code (the “Petition Date”). Dkt. 1.

B. Three days earlier, on September 24, 2018, this Court entered an order granting the United Trustee's motion seeking entry of an order dismissing the Debtor's chapter 11 case filed under Case No. 18-10977 (JPS) (the "Prior Case"). Case No. 18-10977 (JPS), Dkt. 92.

C. On November 5, 2018, the United States Trustee conducted the initial meeting of creditors pursuant to section 341 of the Code (the "341 Meeting."). Dkt. 15.

D. On the Petition Date, the Debtor's equity security holders were as follows: Shannon Burns (50.4%); Leigh A. Hellner (18.4%); Richard Lowrie Jr. (13.4%); the Daniel A. Cord Trust (5.5%); The Scipio Group (4.4%); Astri Seidenfeld (3.66%); Soclof Tech Ventures LLC (2.7%); Appia Communications Inc. (.18%); Jack Boyle (0.9%); and Dennis A. Noonan (0.2%). Dkt. 1 at 67-68. The equity security holders and their percentage of ownership were the same in Debtor's Prior Case. Case No. 18-10977-(JPS), Dkt. 21 at 53.

E. On the Petition Date, the Debtor also filed a document titled *Limited Liability Resolution Authorizing Commencement of Chapter XI Case* (the "Corporate Resolution"). Dkt. 4. The Corporate Resolution purports to be an authorization and written memorial of a telephone and electronic poll conducted on September 26, 2018, during which 68% of the membership interest supported the chapter 11 filing. Dkt. 4.

F. The *Operating Agreement of Victory Solutions LLC* (the "Operating Agreement") requires a quorum of holders of 75% of the equity interest to authorize the commencement of an insolvency proceeding. On April 8, 2007, founding members Daniel Cord and Edith M. Cord executed the Operating Agreement.

G. A document captioned *Amended and Restated Operating Agreement of Victory Solutions LLC* likewise requires a quorum of holders of 75% of the equity interest to authorize the commencement of an insolvency proceeding. No executed copies of the *Amended and Restated*

Operating Agreement of Victory Solutions LLC have been discovered.

STIPULATIONS

The Parties stipulate as follows:

1. The dismissal of the case is acceptable to the Debtor and is appropriate under the circumstances.

2. Pursuant to 17 OHIO REV. CODE ANN. § 1705.081, the Operating Agreement “governs relations among members and between members, any managers, and the limited liability company,” and its covenants are enforceable under applicable non-bankruptcy law.

3. Under the explicit terms of the Operating Agreement, the petition filed by the Debtor in the above-captioned case was not duly authorized.

4. Any subsequent filing of a voluntary petition under any chapter of Title 11 shall be conditioned on the Debtor having first obtained authorization by a quorum of seventy-five percent of the membership interests.

5. Within thirty (30) days from the entry of this Order, the Debtor shall file all delinquent operating reports and pay all outstanding quarterly fees.

6. By operation of this order and pursuant to section 1112 of Title 11, the case is hereby ORDERED dismissed without prejudice except as conditioned by this Order.

IT IS SO ORDERED.

###

Order agreed to and submitted by:

**Victory Solutions, LLC,
Debtor,**

/s/ Glenn Forbes
Glenn E. Forbes (#0005513)
FORBES LAW LLC
166 Main Street
Painesville, OH 44077-3403
(440)357-6211
Email: bankruptcy@geflaw.net

June 30, 2019

Counsel for Victory Solutions, LLC

and by

**Daniel M. McDermott,
United States Trustee Region 9,**

/s/ Scott R. Belhorn
Scott R. Belhorn (#0080094)
Trial Attorney
Department of Justice
Office of the U. S. Trustee
201 Superior Avenue E, Ste. 441
Cleveland, Ohio 44114
(216) 522-7800 ext. 260
Fax: (216) 522-7193
Email: scott.r.belhorn@usdoj.gov

June 24, 2019

PARTIES TO BE SERVED:

ELECTRONIC

- Lydia Marie Floyd lfloyd@prwlegal.com
- Glenn E. Forbes bankruptcy@geflaw.net,
gforbes@geflaw.net;r45233@notify.bestcase.com
- Lindsey I. Hall bankruptcy@weinerlaw.com
- Lindsay N. Svetlak lsvetlak@sseg-law.com
- United States Trustee (Registered address)@usdoj.gov
- Keith D. Weiner bankruptcy@weinerlaw.com
- Maria D. Giannirakis ust06 maria.d.giannirakis@usdoj.gov
- Scott R. Belhorn ust35 Scott.R.Belhorn@usdoj.gov

U.S. POST FIRST CLASS

Victory Solutions LLC
19571 Progress Drive
Strongsville, OH 44149